



101893232

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**PATAGONIA, INC. and GREAT PACIFIC IRON WORKS**  
**259 West Santa Clara Street**  
**Ventura, California 93001**

*10/25/01*

Individuals(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **California**  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: **UNION BANK OF CALIFORNIA, N.A., as Agent**  
Internal Address:  
Street Address: **445 S. Figueroa Street, 10<sup>th</sup> Floor**  
City: **Los Angeles** State: **CA** ZIP: **90017-1602**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_

Other **a bank organized under the laws of the United States of America**

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from this assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 **Security Agreement (Amendment)**    Change of Name  
 Other \_\_\_\_\_

Execution Date: **September 28, 2001**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)  
**Beneficial ZZZZ's (Serial No. 76-207,004)**

B. Trademark Registration No.(s)  
**Buzzstop (Registration No. 2,302,742)**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Mr. Sigi Hinojosa**  
Name: **Buchalter, Nemer, Fields & Younger**  
Internal Address: \_\_\_\_\_  
Street Address: **601 South Figueroa Street, 24th Floor**  
City: **Los Angeles** State: **California** ZIP: **90017**

**10-25-2001**

U.S. Patent & TMOfo/TM Mail Ropt. Dt. #40

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41) ..... \$ 890<sup>00</sup>

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
20-0052

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
To the best of *my knowledge and belief*, the foregoing information is true and correct and any attached copy is a true copy of the original document.

*Christine E Wilson*  
**MR. SIGI HINOJOSA**  
Name of Person Signing

*Christine E Wilson*  
Signature

October 19, 2001  
Date

Total number of pages including cover sheet, attachments, and document:

RECEIVED  
 TRADEMARK OFFICE  
 OCT 25 A 10:59  
 AGENT & ATTORNEY

10-25-2001  
 01 FC:401  
 02 FC:482  
 76207004  
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**SCHEDULE A-1**

**Federal Trademark Registrations**

	<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
1.	Buzzstop	2,302,742	12/21/99
2.	Design of Mountains	1,543,640	06/13/89
3.	Misc. Design of Mountains (original)	1,547,469	07/11/89
4.	Encap-Sil	2,354,032	05/30/00
5.	LBC (Little Brother Carry On)	2,330,128	03/14/00
6.	Patagonia.Com	2,392,685	10/10/00
7.	Puckerware	2,464,142	06/26/01
8.	Zit-Pit	2,319,782	02/15/00

**Federal Trademark Applications**

	<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
1.	Beneficial ZZZZZ's	76-207,004	02/06/01
2.	Capilene	76-175,367	11/30/00
3.	Capilene Core Performance	76-175,381	11/30/00
4.	Changing Room	75-776,209	08/16/99
5.	Committed to the Core	75-895,786	01/10/00
6.	Core Performance	76-179,319	11/30/00
7.	Critical Mass	75-874,311	12/18/99
8.	Enlightened Layering	76-241,709	04/17/01
9.	Lost Arrow	76-127,773	09/09/00
10.	Marlwalker	76-221,018	03/06/01

	<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
11.	Misc. Design Stylized C (Capilene)	76-127,774	09/09/00
12.	Patagonia	76-184,655	12/20/00
13.	Patagonia	76-184,654	12/20/00
14.	Patagonia Travel	76-099,394	07/28/00
15.	R.0	76-120,958	09/01/00
16.	R.0	76-120,957	09/01/00
17.	R1	75-874,272	12/18/99
18.	R2	75-874,248	12/18/99
19.	R3	75-874,452	12/18/99
20.	R4	76-155,184	10/26/00
21.	R5	76-120,959	09/01/00
22.	Regulator	75-874,246	12/18/99
23.	Regulator	75-941,846	03/14/00
24.	RYNO WEAVE	75-847,754	11/12/99
25.	Solar Guard	76-213,309	12/21/00
26.	SOLPATRO	76-266,044	06/04/01
27.	Stormfront	75-874,310	12/18/99

**FIRST AMENDMENT TO MEMORANDUM OF SECURITY INTEREST  
IN TRADEMARKS AND GOODWILL**

This FIRST AMENDMENT TO MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS AND GOODWILL (this "Amendment") amends and shall be considered part of that certain Memorandum of Security Interest in Trademarks and Goodwill (the "Agreement"), dated as of May 1, 2000, executed by PATAGONIA, INC., a California corporation, whose address is 259 West Santa Clara Street, Ventura, California 93001 and GREAT PACIFIC IRON WORKS, a California corporation, whose address is 259 West Santa Clara Street, Ventura, California 93001 (collectively, the "Borrowers") in favor of the several financial institutions (individually, a "Bank" and collectively, the "Banks") from time to time party to that certain Amended and Restated Revolving and Term Credit Agreement, dated as of September 28, 2001 (as amended, modified or otherwise supplemented upon from time to time, the "Credit Agreement"), Union Bank of California, N.A. ("Union"), a bank duly organized and existing under the laws of the United States of America, and Bank of America, N.A., a bank duly organized and existing under the laws of the United States of America, as the issuers of the Letters of Credit (as defined in the Credit Agreement) (collectively, the "Issuing Banks"), and Union, as agent for the Banks and the Issuing Banks (Union, in such capacity, is referred herein as the "Agent"), which was filed and recorded in the United States Patent and Trademark Office on September 14, 2000 and was designated Reel 002164 Frame 0504 as a reference number.

The terms and conditions of the aforementioned security interest are contained in that certain Intellectual Property Security Agreement dated as of August 6, 1999, as amended by the First Amendment to Intellectual Property Security Agreement, dated as of May 1, 2000 made by Borrowers in favor of the Agent, the Banks, and the Issuing Banks as security for Borrowers' performance of the Borrowers' obligations set forth in the Credit Agreement and the other agreements referred to therein.

The Agreement is hereby amended as follows:

1. Schedule A of the Agreement is hereby amended by adding the trademarks and trademark registrations and applications therefor which are identified on Schedule A-1 attached hereto and incorporated hereby, to the list of trademarks set forth on Schedule A.

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 28th day of September, 2001.

PATAGONIA, INC.,  
a California corporation

By: Wendy E. Gerard  
Name: Wendy E. Gerard  
Title: Secretary

GREAT PACIFIC IRON WORKS,  
a California corporation

By: Wendy E. Gerard  
Name: Wendy E. Gerard  
Title: Secretary

**SCHEDULE A-1**

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